

REPORT - PLANNING COMMISSION MEETING
June 26, 2003

Project Name and Number: Pacific Commons (PLN2003-00166)

Applicant: Sean Whiskeman, Catellus Development Corporation

Proposal: A Planned District Major Amendment to modify the approved land use and circulation plans for the Planned Development known as Pacific Commons (P-2000-214). Specifically, the proposal would: 1) allow for the creation of a unique, pedestrian-oriented community retail shopping center at the east Activity Center in place of the previously envisioned hotel, office and retail uses; 2) relocate the Major Retail Area eastward from its current location to an approximately 40 acre area along Auto Mall Parkway between Christy Street and Boscell Road; 3) allow for the development of mixed retail, one to four-story Office/R&D buildings and Auto Dealership on the west side of Boscell Road from Auto Mall Parkway to Curie Street; 4) return Boscell Road to the alignment proposed through the 2000 approvals; and 5) extend Pacific Commons Boulevard from Curie Street to Auto Mall Parkway. Additionally, the proposal necessitates an amendment to the 2000 Amended and Restated Development Agreement between the City of Fremont and Catellus Development Corporation, and to the City's Option Agreement and Fire Station Promissory Note for property within Pacific Commons. Amendments to the Development Agreement between the City and Catellus are proposed to: (i) extend the completion date for Cushing Parkway as previously reviewed by Council on May 13, 2003; and (ii) limit drive-thru restaurants to two unique establishments.

Recommended Action: Recommend City Council approve the Addendum to Supplemental Environmental Impact Report (SEIR) for Pacific Commons Project Catellus Development Corp. SEIR PLN2000-214. Recommend City Council approve PLN2003-00166, subject to the Findings and Conditions of Approval and approve amendments to the Development Agreement between the City and Catellus Development Corporation.

Location:

Community Retail Area: A +/- 25 acre area bound on the north by Auto Mall Parkway; on the east by I-880; on the west by Christy Street; and on the south by the Brandin Court Industrial Area.

Major Retail Area: A +/- 18-acre area bound on the north by Auto Mall Parkway; on the east by Christy Street; on the west by the extension of Pacific Commons Boulevard and on the south by Curie Street.

Mixed Major Retail/Office/R&D Area: A +/- 21-acre area bound on the north by Auto Mall Parkway; on the east by the extension of Pacific Commons Boulevard; on the west by the relocated Boscell Road; and on the south by Curie Street.

Mixed Retail/Office/R&D/Auto Dealership Area: A +/- 15 area bound on the north by Auto Mall Parkway; on the east by the relocated Boscell Road; on the west by the Auto Mall PD (P-88-15B); and to the south by the Office/R&D area.

Assessor Parcel Number(s): – 525-1326-021-00; 525-1326-022-00; 525-1326-023-00; 525-1326-024-00 and 525-1330-018-00

Area: Approximately 79 acres

Owner: Catellus Development Corporation

Agent of Applicant: Sean Whiskeman, Catellus Development Corporation

Consultant(s): Ken Kay, Ken Kay Associates, Kevin Weiss, JMH Weiss Engineering, Chris Kinzel, TJKM Transportation Consultants, David Janes, SGPA Architecture and Planning

Environmental Review: An Addendum to the adopted EIR and Supplemental EIR has been prepared per Section 15164 of the 2003 CEQA Guidelines

Existing General Plan: IR-C-I – Restricted Industrial, Commercial-Industrial Overlay

Existing Zoning: P-2000-214, Planned District

Existing Land Use: Vacant

Public Hearing Notice: Public hearing notification is applicable. A total of 158 notices were mailed to owners and occupants of property within 300 feet of the site on the following streets: Auto Mall Parkway, Auto Mall Circle, Boyce Road, Brandin Court, Christy Street, Cushing Parkway, Nobel Drive and Boscell Road. The notices to owners and occupants were mailed on June 16, 2003. A Public Hearing Notice was delivered to The Argus on June 11, 2003 to be published by June 16, 2003.

Executive Summary: The requested modifications to the Pacific Commons Planned District would allow for the development of a Major Retail District, the potential development of Office/R&D buildings, and the potential expansion of the Auto Mall along the relocated Boscell Road. The Major Retail District has been divided up into four (4) distinct Planning Areas, each providing a different and unique retail experience. The proposed modifications also include the extension of Pacific Commons Boulevard from Auto Mall Parkway to Curie Street through the Major Retail Area.

The Pacific Commons PD is unusual in that it includes specific goals, objectives and guidelines for development and allows for staff to approve such development provided it is consistent with the guidelines. This process will continue to apply to those specific parcels within the Major Retail District where Office/R&D and Auto Dealerships are allowed in addition to the retail uses. For developments within the Major Retail District, staff is recommending that the conceptual site plans for the Planning Areas, and the architecture for buildings located at the Primary and Secondary Gateways at Christy and Auto Mall and Boscell and Auto Mall be subject to approval by the Planning Commission; staff would be delegated the authority to approve architecture for all other buildings within the Major Retail Area, as well as specific site plans (as long as they are consistent with the approved conceptual site plan). Specific goals, objectives and design guidelines (Pacific Commons – Supplement B) for the entire Major Retail District are also being recommended for approval through this report. Additionally, the proposal necessitates amendments to the 2000 Amended and Restated Development Agreement between the City of Fremont and Catellus Development Corporation, as well as the City's Option Agreement and Fire Station Promissory Note for property within Pacific Commons; these amendments are also being recommended by staff.

The Planning Commission reviewed and discussed the major amendment application at a Study Session held prior to their June 12, 2003 Commission Meeting.

Background and Previous Actions: On August 27, 1996, the Planning Commission recommended the City Council approve a mixed-use industrial development and a retail “power center” on approximately 840 acres. The major land uses proposed at that time included:

- A 30 acre “power center” (excluding the Auto Mall) to accommodate high volume retailers with restaurants clustered around it;
- A mix of light industrial, research and development, and warehouse uses occupying approximately 505 acres;
- A combination of warehouse and light industrial uses that would occupy about 136 acres;
- A City business park, private recreational area and potential wetland area totaling about 155 acres and;
- A fire station on a 1 acre parcel of land.

The 1996 project was planned to have approximately 8.3 million square feet of office, warehouse and commercial space in one and two story buildings. In addition to the project area, a fifty-three acre parcel at the westerly terminus of Stevenson Boulevard was proposed for preservation as a wetland area and a municipal facility (2 acres). On September 10, 1996, City Council certified a Supplemental EIR for the project. On September 10 and 17, 1996 the City Council approved the General Plan Amendment, Planned District, Development Agreement, Vesting Tentative Map and Preliminary Grading Plan for the project.

Resource Agency Approval: Conditions of the City Council’s 1996 approval of the project required the developer to obtain approvals and permits from Federal, State and regional public agencies, including the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Service, California State Department of Fish and Game and the Regional Water Quality Control Board. In July 1998, the City joined Catellus as a co-applicant in seeking those agencies’ approvals. By September 1999, the City and Catellus obtained the permits and/or approvals from those agencies. Conditions of approval by the resource agencies included the preservation and restoration of seasonal wetlands and associated plans totaling 390 acres on site; development of approximately 53 acres of the Stevenson Boulevard parcel (owned by Catellus and located at the westerly terminus of Stevenson Boulevard) as a wetlands/uplands preserve area; donation of 20 acres of nearby lands to the Don Edwards San Francisco Bay Wildlife Refuge (the Onorato property); restoration and donation of an off-site 840 acre open space easement for California tiger salamander habitat in Santa Clara County; filling and realigning a portion of the N-1 line traversing the Catellus property (note: this line was constructed by Catellus several years back to drain their property – no storm waters are received from lands easterly of I-880) to connect the project wetlands preserve area with the existing Refuge seasonal wetlands on a 225 acre parcel formerly known as the Caruff parcel; and commitment to maintain the donated seasonal wetlands on a 225 acre parcel of the existing refuge, in perpetuity.

Project Evolution: Because of the reduction of the developable land within the project area and the change in the market since the 1996 Council approval, staff and the Catellus team began extensive discussions in July 1999 regarding project changes. In October 1999, a conceptual land use plan was presented to a joint study session of the City Council, Planning Commission and Economic Development Advisory Commission for comment and direction. It was determined that the suburban office park/shopping center proposal approved in 1996 was no longer the desired development approach. The intent of the subsequent plan, the Pacific Commons Master Plan 2000, was to encourage the following:

- Streets that are walkable, pedestrian friendly and tree-lined;
- Buildings that address the streets and make pedestrian connections from the front door to the street and open space network;
- Community-serving retail facilities that are within convenient walking distance;
- Distinctive landscape features and amenities that create a unified and appealing place;
- A four-mile recreational pedestrian/bicycle loop trail from the proposed train station, along the edge of the Wetland Preserve and around the site.

In response to this direction the Pacific Commons Planned District, a mixed-use business center and wetlands preserve on approximately 822 acres, was proposed in Spring 2000. On May 9, 2000 the City Council adopted the Pacific Commons Master Plan 2000 Planned District Development Standards and Guidelines.

In April 2002, Catellus again approached the City to discuss modifications to the Planned District to deal with the shifting market conditions and the slow down in the high tech sector in anticipation of capturing some end users, which would start development within the Pacific Commons Project Area. The major issues reviewed through the Planned District 2002 Major Amendment included the following:

- Relocate the proposed southerly extension of Boscell Road to the east and rename it Braun Street;
- Create an area between the existing Auto Mall and proposed Braun Street that would be designated as a major retail area and that would accommodate both regional and community commercial uses;
- Designate additional lots southerly of the existing Auto Mall for additional auto dealerships, and
- Allow a reduction in the minimum building height requirement for Office/R&D buildings located on a portion of the site.

On July 23, 2002, the City Council took action to approve the Planned District Major Amendment Application based upon the required findings and conditions of approval. The Guidelines and Standards relating to the 2002 Approvals were inserted into the Pacific Commons Master Plan 2000 Planned District Development Standards and Guidelines.

CURRENT PROPOSAL – MAJOR AMENDMENT TO P-2000-214

The lands under review through this proposal are generally located west of Interstate 880, south of Auto Mall Parkway, north of the future Curie Street alignment and east of the existing Auto Mall. The proposed Major Amendment affects approximately 79 acres of the 300-acre Pacific Commons Master Planned Development (refer to attached maps). The various parcels of land within the Major Planning District have been divided up into four (4) distinct Planning Areas (Exhibit “D” Framework Diagram) that will be referred to throughout this report.

Retail Entitlement

The proposal to establish a Major Retail Center was previously analyzed through the 1996 and 2002 approvals, for the Pacific Commons Development. Both of these approvals were for a smaller area than currently proposed and neither of these approvals affected the amount of entitled retail space (330,000 square feet) permitted within Pacific Commons. The current request would reduce the total entitled land use to approximately 7.0 million square feet from 8.3 million for the entire project area, while increasing the entitled retail/commercial square footage to 930,000 square feet.

Planning Area 1 – Community Retail Center – 285,000 square feet;

Planning Area 2 – Major Retail Center – 200,000 square feet;

Planning Area 3 – Mixed Major Retail/Office/R&D – 225,000 square feet;

Planning Area 4 – Mixed Retail/Office/R&D/Auto Dealership – 140,000 square feet.

(Refer to Exhibit “O”, – Pacific Commons “FAR” Study Table to review square footage figures for Planning Areas 3 and 4 if developed for uses other than retail.)

The proposal would potentially locate approximately 870,000 square feet of retail space along Auto Mall Parkway; however, if Planning Areas 3 and 4 were developed with uses other than retail then the total retail square footage would be reduced to 475,000 square feet. The remainder of the entitled retail space will be located along Pacific Commons Boulevard within the future Office/R&D developments.

Summary: The Planned District Major Amendment includes modifications to the approved land use and circulation plans for Pacific Commons (P2000-0214). Specifically, the proposal would:

1. allow for the creation of a unique, pedestrian-oriented retail shopping center at the East Activity Center in place of the previously envisioned hotel, office and retail uses (Planning Area 1);
2. relocate the Major Retail Center eastward from its current location to an approximately 40 acre area along Auto Mall Parkway between Christy Street and Boscell Road (Planning Areas 2 and 3);
3. allow for the development of mixed retail, one to four-story Office/R&D facilities, Auto Dealerships and retail land uses on the west side of Boscell Road between Auto Mall Parkway and Curies Street (Planning Area 4);
4. return Boscell Road to the alignment proposed through the 2000 approvals; and
5. extend Pacific Commons Boulevard from Curie Street through the Major Retail Area to Auto Mall Parkway.

The above modifications to the approved land use, circulation plans and design/layout of the various Planning Areas will be implemented through the revised “P” District and Pacific Commons Major Retail District – Supplement B (Exhibit “F”) and the conditions of approval.

Each of the elements of the Planned District Amendment is described in more detail below. Please refer to Exhibit “D”, Framework Diagram to see the different Planning Areas.

1. Planning Area 1 - Unique, pedestrian-oriented retail shopping center: The proposed amendment will create a community shopping center within the approximately 25-acre “triangle” located at the intersection of Christy Street, Auto Mall Parkway and I-880, previously known as the East Activity Center (Hotel/Conference facility). The community shopping center could contain up to approximately 275,000 square feet of retail land uses and will provide for a varied mix of small and medium-sized retailers, such as apparel, office supplies, electronics, book stores and restaurants. This area is to be a unique, pedestrian-oriented retail experience where once on site the vehicle becomes secondary and pedestrian movement is clearly articulated and provided for throughout the site. The pedestrian-oriented experience which is the guiding principle for the development of this parcel (Planning Area 1) will be captured through various aspects of the site design and layout. The Planned District Design Guidelines articulate that the site should be organized with an arrangement of buildings that

facilitates the pedestrian movement from one building to another by reducing the space between buildings and creating a human scale environment through building design, architecture and landscaping material. Pedestrian promenades will link retail storefronts and extend into the public sidewalk system at key locations, to encourage pedestrian movement throughout the site and to the Major Retail Center to the south. The design standards and guidelines are outlined within Exhibit "F" (Section III - Planning Area 1) which will allow for and create the pedestrian-oriented retail experience that is envisioned for this parcel. The applicant is requesting the permitted uses as outlined in Exhibit "G" for the Community Retail Area – Planning Area 1.

2. Planning Areas 2 & 3 - Relocate Major Retail eastward from its current location to an approximately 40 acre parcel: This Major Amendment application requests the relocation and enlargement of the current "Major Retail Area" to an approximately 40-acre site along Auto Mall Parkway, between Christy Street and Boscell Road. The proposed extension of Pacific Commons Boulevard from Curie Street to Auto Mall Parkway will divide this parcel up into one 18-acre and one 22-acre site. This major retail center is designed to accommodate one or two large anchor retailers of 100,000 square feet or greater located at the south end of these parcels adjacent to Curie Street. The proposal would also allow for other small and mid-size retail/shops to be located adjacent to Auto Mall Parkway, thereby creating an architectural presence along the street frontage. The applicant is proposing to accommodate various land uses within these Planning areas such as, apparel, high volume retail sales in combination with whole sale, general merchandise stores, a gasoline service station and drive-in eating places (as per the limitations in the proposed Development Agreement Amendment). The total retail space proposed for these Planning Areas is approximately 425,000 square feet. Similar to Planning Area 1, one of the main concepts envisioned for these Planning Areas is to provide for pedestrian movement through the design of a promenade connecting key buildings and areas within the development. The applicant has also requested that in addition to the proposed retail uses that Office/R&D land uses be permitted within Planning Area 3, to allow them to respond to the market conditions. The design standards and guidelines proposed are outlined within Exhibit "F" (Section III – Planning Area's 2 and 3) which will allow for and create this Major Retail Center. The applicant is proposing the permitted uses outlined on Exhibit's "H" and "I" for the Major Retail Area – Planning Area's 2 and 3.
3. Planning Area 4 - Development of Mixed Retail/Office/R&D Facilities (one to four stories), and Auto Dealerships on the south side of Boscell from Auto Mall Parkway to Curie Street: The request for the various land use mix is being made to allow for flexibility in responding to current and future market demands. Should any of the land be developed for Office/R&D land uses then the building envelopes shall have a minimum building height of 28' (2 story) to the top of the parapet or top of the roof. In addition to the front façade fenestration, windows shall be placed minimally at two levels in the first bays to each side of the front façade. If any of the lands are developed for Auto Dealerships then the Fremont Auto Mall (P-88-15-B) guidelines and requirements shall be followed. Should an Office/R&D facility or Auto Dealership be located at the corner of Boscell Road and Auto Mall Parkway full window treatment shall be required for both elevations that front the public streets. Finally, the retail uses would be permitted to have one story buildings with a minimum building height of 28'. The design standards and guidelines proposed are outlined within Exhibit "F" (Section III – Planning Area 4) which will allow for and create this mixed use area. The applicant is proposing the permitted uses outlined on Exhibit "J" for the Mixed Retail/Office/R&D/Auto Dealership Area – Planning Area 4.

4. Return Boscell Road to the alignment proposed through the 2000 Approvals: Through the Planned District Major Amendment in 2002, Boscell Road was realigned eastward to allow an area large enough for the proposed retail center. It is now necessary to realign Boscell Road back to its original alignment as proposed through the 2000 approvals. The realignment will allow Planning Areas 3 and 4 to be developed with the appropriate land area and street frontage.
5. Extend Pacific Commons Boulevard from Curie Street through the Major Retail Area to Auto Mall Parkway: The extension of Pacific Commons Boulevard has been aligned with an existing median break on Auto Mall Parkway and will continue south through the Major Retail Area to connect with Curie Street. The extension of Pacific Commons Boulevard is being proposed so the major retail area (40 acres) can be divided up into two (2) parcels, which should allow for better traffic circulation, site design and a physical connection to the balance of Pacific commons Boulevard. The grid street system that is being proposed will also provide for an efficient structural framework that will allow land uses within its parcels to evolve over time.

Proposed Review Process:

The process for review and approval of developments within the Major Retail District is proposed to be as follows. Prior to development of any buildings in Planning Areas 1, 2 and 3, a Conceptual Site Plan is subject to approval by the Planning Commission. The Conceptual Site Plan will include: building envelopes, parking area layouts, vehicular circulation and connections, pedestrian circulation and connections, plaza area locations, open space, conceptual landscaping, conceptual gateway features, utilities and a traffic study. After approval of the Conceptual Site Plan by the Commission, a specific site plan will be submitted for staff review as a Preliminary Development Organization Review application as per the process outlined in the Master Plan Document. If the specific site plan does not materially depart from the Conceptual Site Plan, it may be approved by staff. If it does materially depart, it would be referred for Planning Commission review and approval.

With respect to approval of architecture, the applicant is proposing that the architecture of buildings located at the Primary Gateway at Christy and Auto Mall in Planning Areas 1 and 2, and the building located in Planning Area 3 on the northeast corner of Boscell and Auto Mall at the Secondary Gateway, be subject to approval by the Planning Commission. Staff is also proposing that the architecture of the building at the southwest corner of Boscell and Auto Mall, on the other side of the Secondary Gateway in Planning Area 4, also be approved by Planning Commission. Should the Commission wish to recommend this proposal to the Council, condition number 13 would need to be modified to reflect this. Architecture for all other buildings in the Major Retail District would be subject to approval by planning staff through the Preliminary Development Organization Review application.

Planning Area 4 may be developed on a lot-by-lot basis, due to the various uses proposed to be authorized for it, and is proposed to follow the same architectural approval process as Planning Areas 1, 2 and 3, if developed for mixed retail land uses. If Planning Area 3 and/or 4 is developed with Office/R&D uses then the Pacific Commons Master Plan 2000, Planned District Development Standards and Guidelines, as amended on July 9, 2002, are proposed to be the governing document. If Planning Area 4 is developed with Auto Dealerships then the Fremont Auto Mall Planned District (P-88-15B), as amended, should be the governing document, with the exception of specific conditions set forth in PLN2003-00166.

The proposed review process for this Major Amendment is different from the 2002 Approvals for Major Retail where Planning Commission architectural approval was required for any building larger than 25,000 square feet and the first building less than 100,000 square feet, regardless of size. Due to the amount of detailed information (goals, objectives and guidelines) within

Supplement “B”, staff, feels that there is sufficient guidance and direction to complete the architectural review on buildings other than those in the Gateway Areas.

Staff Discussion

A major retail center was approved for Pacific Commons through the 2002 Major Amendment. The approval would have allowed for the development of one major anchor tenant and a few small to mid-size users, totaling approximately 270,000 square feet. The development of the major retail center never commenced due to a number of issues/factors. The market for higher intensity Office/R&D development has also disappeared, at least for the short term. At the same time, the market for Major Retail Districts anchored by big box users has remained strong. Several big box users have looked unsuccessfully for appropriate locations in Fremont. When the applicant approached staff about the potential for a Major Retail District within Pacific Commons staff suggested that perhaps the best location for such a district would be along Auto Mall Parkway, adjacent to I-880 – to take advantage of the freeway/road visibility, and where it would have the least impact on the approved higher intensity character of Pacific Commons Boulevard and the remainder of the site. Such a Major Retail District (Community Retail Center, Major Retail Center and Mixed Retail) development would have some advantages for the remainder of Pacific Commons, including providing needed restaurant uses and other amenities for future Office/R&D users who have expressed concern at being the “pioneer” for the area. The critical mass of the two (2) large anchors (big boxes) will draw the small to mid-size users to locate within Planning Area 2 and 3 and should also be the catalyst to the pedestrian-oriented retail within Planning Area 1. Staff also recognizes the need for Office/R&D to remain permitted land uses within Planning Area’s 3 and 4 and for Auto Dealerships also to be permitted within Planning Area 4. Staff therefore recommends approval of the Major Planned District Amendment.

Project Analysis:

General Plan

The proposed P district is consistent with the existing General Plan land use designation of the subject site, designated IR-C-I, Restricted Industrial with a Commercial Industrial Overlay.

Policy LU3.2: The General Plan allowed uses for Restricted Industrial is sufficiently broad, with regional retail uses permitted as a conditional use on sites with convenient freeway access and where the proposed use is compatible with the purpose of the industrial area. The General Plan requires restricted industrial land use areas be characterized by superior architecture and landscaping treatment and site planning. The proposed development is compatible with the purpose of the industrial area. The envisioned Major Retail District would incorporate linkages to the nearby business districts and feature high quality architecture. The different retail areas within the project area will also provide a needed and convenient amenity to the employees and visitors of Pacific Commons, to the surrounding business and to Fremont residents during business and non-business hours. Therefore the proposed regional retail uses are appropriate for this General Plan designation. Also, the Planned District Development Standards and Guidelines - Supplement B for the Major Retail District would require superior architecture, landscaping treatment and site planning.

Policy LU3.3: The General Plan allows for commercial uses providing necessary services and large-scale regional retail in industrial designated areas.

Zoning

The current zoning of the site is "P-2000-214" Planned District. The proposal will not change the Zoning designation, but will amend what is allowed within the District as well as the procedures for reviewing subsequent projects.

The Zoning Ordinance, Article 18.1 (Planned District) Section 8-21811(g), Commercial and Industrial Planned Districts, requires that land uses selected for consideration in the planned district are those most similar in nature and function to the underlying General Plan designation. Staff recommends that Planning Commission recommend to City Council that the proposed land uses selected are appropriate in nature and function to the general plan designation, IR-C-I.

Site Plan and Architecture:

A limited amount of Guidelines and Standards for the Major Retail Center were included in the 2002 approvals. The guidelines were very limited in nature and pertained mainly to the architecture of the proposed big box that was to be developed. Staff, Catellus and their consultants have developed a comprehensive set of Goals, Objectives, and Guidelines for the entire Major Retail District (Planning Areas 1,2,3 & 4). These Goals, Objectives, and Guidelines address various site design criteria that must be achieved for each Planning Area within the Major Retail District. These site design criteria relate to the concept and site organization for each Planning Area, building locations (build to lines/setbacks), on-site pedestrian and vehicle circulation; type and location of open space; design and landscaping of parking areas/service areas and the location of on-site mechanical equipment. The architecture design guidelines for the Major Retail District have been separated into different elements depending on the location and size of the tenant space. All of these items are clearly outlined as they relate to each Planning Area within Exhibit "F" – Pacific Commons Planned District Development Standards and Guidelines – Supplement B.

Landscaping:

The applicant is incorporating most of the landscape design principles and guidelines from the Pacific Commons Master Plan Planned District Development Standards and Guidelines into the new Supplement B document for the Major Retail District. The streetscape guidelines are designed to create a visually unified character for the streets within the Major Retail District and the rest of Pacific Commons. They serve as the guide for the design and development of the public street improvements and private easement development. The landscaping of the various Planning areas will include pedestrian promenades with visually distinctive paving patterns, special plaza areas and a variety of pedestrian amenities such as benches, seat wall planters, pedestrian scale lighting and potential water features, as outlined in Exhibit "F" Pacific Commons – Major Retail District Supplement B

Gateways and Signage:

Consistent with the Pacific Commons Master Planned District Development Standards and Guidelines, a clear and well-articulated system of signage, landscape and special features shall announce the arrival and entry to Pacific Commons and the Major Retail District. The Primary Entry Gateway will be located at the corner of Christy Street and Automall Parkway. The new gateway concept will be a symmetrical design that is integrated into the signature architectural buildings that embrace the corners of the intersection. The Secondary Entry Gateway will be located at the intersection of Boscell Road and Automall Parkway. Elements of this gateway feature may include an entry identification marker (consistent with Supplement A), landscape walls, accent lighting, and special paving. The main development of the gateway and signage element should occur on the southwest corner. Way-finding Gateways will be located at the

intersections of Pacific Commons Boulevard and Automall Parkway, Christy Street and Curie Street, and Curie Street and Pacific Commons Boulevard. The elements for these gateways may include signage elements, landscape walls, and special planting. All the gateways will be complementary to the overall design character of Pacific Commons as illustrated in Sections H, I, J and K of the Master PD Guidelines (Supplement A).

Development Agreement:

Additionally, the proposal necessitates an amendment to the City's Option Agreement, Fire Station Promissory Note and Development Agreement as they pertain to the Pacific Commons Project; these changes are more fully described below.

Drive-In Eating Places and Cushing Parkway

As required by State law, amendments to a Development Agreement must be reviewed by the Planning Commission, with a recommendation forwarded to the City Council.

In conjunction with the proposed major amendment, the applicant has requested that drive-in eating-places be allowed as Zoning Administrator Uses within Planning Areas 2 and 3. In discussions with City staff, the applicant was advised that the City is seeking a limited number of unique establishments. To provide the Zoning Administrator¹ with the most control over the types of drive-in eating-places allowed in Planning Areas 2 and 3, it is proposed that the Development Agreement be amended to reflect the desire for unique establishments, a limit of two such businesses, and a limit in the total square footage. (See Exhibit "M" for proposed language.)

The second amendment to the Development Agreement relates to the timing for the completion of Cushing Parkway. On May 13, 2003, the City Council considered a request of Catellus to extend the deadline for completion of Cushing Parkway due to difficulties in coordinating roadway construction with various utilities. The City Council authorized City staff to prepare an amendment to the Development Agreement which would extend the deadline for completion of Cushing Parkway to January 1, 2004; give the City Manager the authority to extend that deadline for an additional 90 days upon a showing of good cause for the extension; require that the street to be open for public vehicular use (as opposed to fully "completed") by October 1, 2003; and shorten the default period from thirty (30) days to fifteen (15) days. (See Exhibit "M" for proposed language.)

These two proposed amendments to the Development Agreement are consistent with the proposed major amendment and reflect a careful balancing of public and private interests.

Option Agreement – Business Conference Center – Fire Station Promissory Note

The current Development Agreement calls for Catellus Development Corporation to provide the City of Fremont an option to purchase three acres at \$1 per acre and five acres at market value for the construction of a Business Conference Center in conjunction with an anticipated hotel (referred to as the "Option Parcels"). The actual location of the Option Parcels has moved over the past few years and now resides within Major Retail Planning Area 1. The terms of the transaction related to the "Option Parcels" has been memorialized in the Option Agreement, as amended several times.

Given the tremendous amount of vacant office space in Fremont, Silicon Valley, and throughout the Bay Area, it is clear that a Business Conference Center will not be needed in the foreseeable future. In addition, the oversupply of hotel rooms in the area (represented by dramatic vacancy rates) indicates that the need for a new four-star hotel has also essentially disappeared in the foreseeable future. As such, Catellus and the City have been discussing how to amend the

Development Agreement/Option Agreement to reflect this new economic reality while at the same time providing "value" to both Catellus and the City in order to meet some of their respective interests to bring in additional retailers into Fremont. Staff will therefore be recommending a Fourth Amendment to the Option Agreement and a modification to the Fire Station Promissory Note to the City Council.

Under the terms of the Development Agreement, if the Option Parcels are not exercised for a Business Conference Center and the land is instead sold at market value, then the proceeds are split between the City and Catellus. Using this as a model, City staff and Catellus have settled on a land value for the Option Parcels and propose to utilize the City's portion of the "value" in two ways. First, the City will receive a direct payment of \$500,000 from Catellus, which will be placed into the General Fund, perhaps to be utilized for the Downtown retail project. In addition, \$500,000 will be utilized by Catellus to help attract large-scale (i.e., substantial sales tax generating) retailers. An additional \$202,000 (for a total of just over \$700,000) is being provided for retail attraction by virtue of suspending the last year of Catellus's six-year obligation to pay for a new Fire Station. Under the terms of a modified Fire Station Promissory Note, Catellus would be obligated to make five (5) payments of \$202,000 annually for the new Fire Station rather than six (6) yearly payments as originally agreed.

Environmental Analysis:

Attached is an Addendum to the Supplemental Environmental Impact report for Pacific Commons Project. (The City Council certified the Final Supplement Environmental Impact Report (SEIR) and adoption of EIR Findings, facts in Support of Findings and Statement of Overriding Consideration on May 9, 2000.) The attached Addendum was prepared pursuant to Section 15164 of the CEQA Guidelines based upon the determination that there are no substantial changes with respect to the project and/or its circumstances which require major revisions of the SEIR due to new significant environmental effects, a substantial increase in the severity of previously identified significant effects, or new information of substantial importance.

The current Pacific Commons Planned District Major Amendment (PLN2003-00166) proposes to change uses from office, R&D, and hotel into retail and commercial uses, generally upon the same footprint as the prior approvals. Total entitled square footage decreases as a result of the proposed Major Amendment. As a result, no new significant effects were identified during the review of the proposed Major Amendment.

With regard to traffic, the proposed Major Amendment relocates Boscell Road back to its original alignment studied in the 2000 approvals, as well as extends Pacific Commons Boulevard to Auto Mall Parkway through the Major Retail Area from Curie Street. In addition, the updated traffic analysis, which studied the change in uses to retail and commercial found no new or increased significant traffic impacts associated with the proposed Major Amendment.

With regard to hazardous / toxic materials, on site exposure was previously identified as a significant impact in the SEIR. Such risk may be diminished as a result of the changes in use (from office and R&D to retail and commercial) in the proposed Major Amendment. The SEIR also studied releases of hazardous materials from off-site users proximate to the project site, however this was found to be a less than significant impact. For the proposed Major Amendment, off-site releases were further studied, but did not increase in severity nor result in a significant impact.

The comprehensive mitigation measures in the SEIR will continue to be implemented for the project and monitored as provided in the Mitigation Monitoring and Reporting Plan, as well as the permits received from Federal and State resource agencies.

Enclosures:

Exhibit "A"	Rezoning Exhibit
Exhibit "B"	Preliminary and Precise Site Plan
Exhibit "C"	Findings and Conditions of Approval
Exhibit "D"	Framework Diagram
Exhibit "E"	Addendum to Supplement Environmental Impact report (SEIR) for Pacific Commons Project Catellus Development Corp.
Exhibit "F"	Pacific Commons – Major Retail District Supplement B
Exhibit "G"	Planning Area 1 – Permitted Land Uses
Exhibit "H"	Planning Area 2 – Permitted Land Uses
Exhibit "I"	Planning Area 3 – Permitted Land Uses
Exhibit "J"	Planning Area 4 – Permitted Land Uses
Exhibit "K"	Lot Configuration Plan
Exhibit "L"	Development Zone Diagram
Exhibit "M"	Proposed Amendments to the 2000 Amended and restated Development Agreement Between the City of Fremont and Catellus Development Corporation
Exhibit "N"	Trip Generation Tables and Preliminary Traffic Plan
Exhibit "O"	Pacific Commons - FAR Study Tables
Exhibit "P"	Pacific Commons – Standards and Guidelines Supplement A

Exhibits:

Exhibit "A"	Rezoning Exhibit
Exhibit "B"	Preliminary and Precise Site Plan
Exhibit "C"	Findings and Conditions of Approval
Exhibit "D"	Framework Diagram
Exhibit "E"	Addendum to Supplement Environmental Impact Report (SEIR) for Pacific Commons Project Catellus Development Corp.
Exhibit "F"	Pacific Commons - Major Retail District Supplement B
Exhibit "G"	Planning Area 1 – Permitted Land Uses
Exhibit "H"	Planning Area 2 – Permitted Land Uses
Exhibit "I"	Planning Area 3 – Permitted Land Uses
Exhibit "J"	Planning Area 4 – Permitted Land Uses
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Exhibit "P"	Pacific Commons – Standards and Guidelines Supplement A

Recommended Actions:

1. Hold public hearing.
2. Recommend City Council approve the Addendum to Supplemental Environmental Impact Report (SEIR) for Pacific Commons Project Catellus Development Corp. as shown on Exhibit "E". SEIR PLN2000-214, State Clearinghouse #8721715 & 96052016.
3. Recommend City Council determine that the proposed land uses selected for the various parcels are appropriate in nature and function to the General Plan designation, IR-C-I.

4. Recommend City Council Find PLN2003-0166, Findings for a Major Amendment to “P” District, is in conformance with the relevant provisions contained in the City’s existing General Plan as set forth in Exhibit “C”. These provisions include the designation, goals, and policies set forth in the General Plan’s Land Use and Local Economy Chapters.
5. Recommend City Council find PLN2003-0166, as shown on Exhibit “F” Pacific Commons – Major Retail District Supplement B, fulfills the applicable requirements set forth in the Fremont Municipal Code.
6. Recommend City Council approve PLN2003-0166, as shown on Exhibits “A, B, D, F, and K” subject to findings and conditions in Exhibit “C”.
7. Recommend approval of amendments to the Development Agreement between the City of Fremont and Catellus Development Corporation related to drive-in eating places and Cushing Parkway as set forth in Exhibit “M”
8. Accept information regarding proposed amendments to Option Agreement and Fire Station Promissory Note.

¹ When a land use is listed as a Zoning Administrator Use, the Zoning Administrator may approve the proposal if it meets all requirements, or the Zoning Administrator may refer a proposal to the Planning Commission for decision.

Exhibit "C"
Findings and Conditions of Approval for
PLN2003-00166 (Planned District Major Amendment)
Pacific Commons – Catellus Development Auto Mall Parkway

1. The proposed P District, or a given unit thereof, can be substantially completed within four years of the establishment of the P District.
2. Each individual unit of development, as well as the total development, can exist as an independent unit capable of creating an environment of sustained desirability and stability or that adequate assurance will be provided that such objective will be attained; the uses proposed will not be detrimental to present and potential surrounding uses, but will have a beneficial effect which could not be achieved under other zoning districts:

The Major Retail Area Goals, Objectives and Guidelines have been created to ensure that the development is designed and planned in a way that would not be detrimental to the uses surrounding Pacific Commons development. Additionally, Planning Commission review will be required for the Concept Site plans for the entire Major Retail District and building architecture at key gateways to Pacific Commons.

The applicant has advised that there is significant interest expressed by retailers in the site, so it is likely that the retail unit of the P District will be completed in a timely manner.

3. The streets and thoroughfares proposed are suitable and adequate to carry anticipated traffic, and increased densities will not generate traffic in such amounts as to over load the street network outside the P District.

The traffic analysis found no increase in traffic impacts associated with the proposed Major Amendment. The traffic mitigations required in the 1996 and 2000 SEIRs will be sufficient to handle traffic generated by the proposed Major Amendment.

The proposal for revised street alignments in the proposed Major Amendment will be well suited for the retail development.

4. Any proposed commercial development can be justified economically at the locations proposed to provide for adequate commercial facilities of the type proposed.
5. Any exception from standard ordinance requirements is warranted by the design and amenities incorporated in the precise site plan, in accord with adopted policy of the planning commission and the city council.

The Design Guidelines ensure a project with a high level of architectural design and amenities.

6. The area surrounding said development can be planned and zoned in coordination and substantial compatibility with the proposed development.

The design envisioned for the Major Retail Area would incorporate important linkages to the nearby business districts and feature high quality architecture as envisioned for the entire Pacific Commons Development. The Major Retail Area would provide a needed amenity to the residents of Fremont, employees and visitors of Pacific Commons and to the surrounding businesses.

7. The P District is in conformance with the General Plan Designation of the City of Fremont.

The proposed P district is consistent with the existing General Plan land use designation of the subject site, designated IR-C-I, Restricted Industrial with a Commercial Industrial Overlay.

Policy LU 3.2: The General Plan allowed uses for Restricted Industrial is sufficiently broad, with warehouse retail and large-scale, regional retail and amusement uses on sites with convenient freeway access and where the proposed commercial use is compatible with the purpose of the industrial area. The General Plan notes, "restricted industrial land use areas are characterized by superior architectural and landscaping treatment and site planning. Therefore, the proposed major regional retail land uses are appropriate for the General Plan designation assigned to the subject lands. Also, the policy requires superior architecture, landscaping treatment and site planning which will be incorporated through the implementation of the Pacific Commons Planned District Standards and Guidelines, and the proposed Major Retail Area Goals, Objectives and Guidelines, and the Auto Mall Design Guidelines.

Policy LU 3.3: The General Plan allows commercial uses providing necessary services for industrial uses and workers and large-scale regional retail uses in industrial designated areas.

8. Existing or proposed utility services are adequate for the population densities proposed.

There are sufficient utility services proposed for the area to meet the uses proposed.

Exhibit "C"
Conditions of Approval
Pacific Commons - PLN2003-00166

1. Prior to January 15, 2004, the Pacific Commons Master Plan 2000, Planned District Development Standards and Guidelines Document, as amended in 2002, shall be revised so that the entire document is consistent with the approved retail amendment/changes. This shall include but not be limited to revising the text and diagrams within the 2000 Document by cross-referencing Supplement B for the standards and guidelines that apply to development within the Major Retail Area.
2. A total of 715,000 square feet of retail space may be developed within the Major Retail District, exclusive of Planning Area 4.
3. PLN2003-00166 shall be subject to all the Conditions of Approval of PLN2000-00214, PLN2003-00015, and any minor amendments thereto, that are generally applicable to development within Pacific Commons. Without limiting the generality of the foregoing, Applicant must comply with all of the following:
 - Resource Agency Requirements
 - Perimeter Trail/Bay Trail Requirements
 - Transportation Demand Management Requirements
4. All Resource Agency permits and approvals for P-2000-214 are applicable to this Major Amendment.
5. Prior to any building permit within lots 1 through 44 of the Lot Configuration Plan for PLN2003-00166, the applicant shall apply and receive approval for a tentative map of the entire area within the Lot Configuration Plan for PLN2003-00166.
6. In areas where the Pacific Commons Supplement B cross-references the standards and guidelines contained within the Pacific Commons Master Plan 2000, Planned District Development Standards and Guidelines, such document shall be used as the guiding document.
7. All site and development proposals in the Major Retail Area are subject to the Pacific Commons – Supplement B Goals, Objectives and Design Guidelines, and to the extent so provided in Supplement B, the Pacific Commons Master Plan 2000 Standards and Guidelines.
8. For Office/R&D or Retail land uses developed in Planning Area 4, buildings shall be developed to a minimum building height of 28' to the top of the parapet or top of the roof plate. In the event parcels are developed for Office/R&D land uses in Planning Area 4, windows shall be placed minimally along two levels of the front façade facing the public street and at two levels in the first bays to each side of the front façade. In the event an Office/R&D building or a Retail building is developed at the corner of Boscell Road and Auto Mall Parkway, full window treatments shall be placed on elevations that face the public streets.
9. In the event an auto dealership use is developed at the corner of Boscell Road and Auto Mall Parkway in Planning Area 4, the building shall address both Boscell Road and Auto Mall Parkway, be two (2) stories in height or a minimum of 28' to the top of the parapet or top of the roof plate, and shall have full window treatments on elevations that face the public streets.
10. The buildings at the corner of Boscell Road and Automall Parkway in Planning Areas 3 and 4 require special architectural features to establish the gateway to Pacific Commons.
11. Conceptual Site Plans for Planning Areas 1, 2 and 3 in the Major Retail District are subject to approval by the Planning Commission before individual buildings will be allowed to submit for building permits. Conceptual Site

Plan submittal requirements for Planning Commission shall include the following major elements: dimensioned site plan(s), building envelopes, parking area layouts, vehicular circulation and connections, pedestrian circulation and connections, plaza area locations, open space and connections, conceptual landscaping, conceptual gateway features, conceptual utilities and a "Micro" Traffic Study.

12. Following Conceptual Site Plan approval by Planning Commission of Planning Area 1, 2 and 3 in the Major Retail District, individual buildings shall be required to submit a Preliminary Development Organization Review Application to staff for review and approval. If a Preliminary Development Organization Review Application is consistent with the Conceptual Site Plan approved for the Planning Area by the Planning Commission, it shall be subject to staff approval only. The Preliminary Development Organization Review Application review submittal requirements shall include the following:
 - Illustrative landscape plan for the entire project area formatted at a scale to fit (1) 30" x 42" sheet indicating tree planting layout, specie selection and planted size at installation. Illustrative plan shall also key representative areas of typical treatment (i.e. planting at plazas, pedestrian islands, perimeter planting, parking lot islands, etc.) that shall be described in more detail. These detail landscape planting plans shall be at a minimum scale of 1" = 30'-0" and include the name of all plant materials and size of the plant materials at the time of planting.
 - Street furniture, (e.g., benches, light standards including parking lot lights, trash receptacles, newspaper stands etc.), including color and manufacturer's catalogue cut.
 - Concept plan and elevation drawings of special plaza areas, if any, including but not limited to plaza features such as fountains, tables and seating, umbrellas, landscaping, trellises, surface patterns, colors and materials.
 - Parking lot design features (e.g. surface finishes, colors, patterns, pedestrian path features).
 - A site plan identifying pedestrian circulation and auto and truck circulation.
 - A dimensioned site plan of the various gateway features, if any.
 - Elevation drawings showing all proposed building elevations, materials and colors to be used on each elevation
 - Preliminary grading and drainage plan
 - Preliminary sanitary sewer and water utilities plan
12. The Sign Program for the Major Retail District shall be submitted at the same time as the submission of the first Concept Site Plan submission to Planning Commission for approval.
13. The architecture of all buildings immediately adjacent to and associated with the Primary Entry Gateway in Planning Areas 1 and 2 at the intersection of Auto Mall Parkway and Christy Street and the buildings associated with the Secondary Entry Gateway in Planning Area 3 at the intersection of Auto Mall Parkway and Boscell Road are subject to approval by Planning Commission. Proposals for all other buildings in Planning Areas 1, 2 and 3 shall be subject to architectural approval by planning staff through the Development Organization Review Process. Staff shall have discretion to refer any building to Planning Commission for architectural approval.
14. Upon Planning Commission approval of the Conceptual Site Plan and any Architectural Plans, any proposed changes thereto may be approved by the Assistant City Manager or her or his designee, unless the Assistant City Manager or her or his designee determines that the proposed changes would result in a material departure from the Conceptual Site Plan or Architectural Plans as approved by the Planning Commission, in which case he/she shall refer the whole application to the Planning Commission, for approval.
15. If any portion of Planning Area 3 and/or Planning Area 4 is proposed to be developed for Office and/or R&D purposes then the Pacific Commons Master Plan 2000, Planned District Development Standards and Guidelines, as amended in July 2002, shall be the governing document for design guidelines and standards.
16. If any portion of Planning Area 4 is developed for Auto Dealerships then the Design Guidelines for the Fremont Auto Mall (P-88-15B), as amended, shall be the governing document for design guidelines and standards with the exception of specific conditions set forth herein.

17. If any portion of Planning Area 4 is developed for retail uses, the architecture approval process for any such portion of Planning Area 4 shall be the same as for Planning Areas 1, 2 and 3.
18. The Primary Entry Gateway Feature into Pacific Commons located within Planning Area 1 near the intersection of Auto Mall Parkway and Christy Street shall be developed at the same time as the first building permit is issued for Planning Area 1. The associated Primary Entry Gateway Feature within Planning Area 2 shall be constructed when any building adjacent to this feature is developed.
19. The Secondary Entry Gateway Features proposed for Planning Areas 3 and 4 near the intersection of Boscell Road and Auto Mall Parkway shall be constructed when the buildings adjacent to these features are developed.
20. The Way-Finding Gateway Features shall be constructed no later than when the buildings adjacent to these features are developed.
21. The details of the freeway pylon sign to be located within Planning Area 1 shall be submitted to the City staff for review and approval, no later than the date of application for Planning Area 1 Conceptual Site Plan Approval. The freeway pylon sign shall not include an electronic reader board.
22. All site furniture, signing, and lighting within the Major Retail Area shall conform to Pacific Commons Master Plan 2000, Planned District Standards and Guidelines - Supplement A, as adopted by City Council on June 5, 2003.
23. A minimum main building setback of 60 feet, and a minimum setback of 75 feet for mechanical equipment, shall be required for any building in Planning Area 1 that abuts the Brandin Court Industrial Area.
24. The Major Retail Area shall be limited to one gasoline service station use. The proposed gasoline service station shall be located on either Planning Area 2 or Planning Area 3. A car wash may only be developed in conjunction with the gasoline service station.
25. The Major Retail Area shall be limited to a maximum of two unique drive-in eating place uses not to exceed a combined total of 5,500 square feet, subject to the requirements of the Development Agreement. The drive in eating place uses shall only be located on Planning Area 2 and/or Planning Area 3.
26. All Conceptual Site Plans, Preliminary Development Organization Review Application Plans and building plans are subject to review and approval by Public Safety (Police Fire, Building & Safety) and the imposition of any conditions (e.g. building setbacks, HVAC locations, emergency plans) deemed necessary by them to respond to any health and safety issues, including those presented by off-site uses nearby the site plan or building plan area.
27. Prior to submittal of any final map for lots 1 through 44 of the Lot Configuration Plan for PLN2003-00166, a new potential Traffic Demand Management Transit Center site (formerly at the northwest corner of Bunche and Boscell) shall be selected in agreement with the City. The new potential site shall be revised wherever referenced in appropriate documents.
28. The Concept Site Plan for each Planning Area shall show the location and design of the Open Space within the Planning Area consistent with Supplement B.
29. Lots 1 through 6 of the Lot Configuration Plan of PLN2003-00166 (Planning Area 4) may be developed on a lot-by-lot basis. The applicant shall submit for City staff approval a Preliminary Development Organization Review Application for any lot or lots proposed to be developed within Planning Area 4. This Preliminary Development Organization Review Application shall include building size and location, parking area layouts, vehicular circulation and connections, pedestrian circulation and connections, plaza area locations, open space and connections, landscaping, gateway features (if any), utilities, street furniture, building elevations, and transit stops, if any. No building permits for buildings or structures shall be issued for such lots until the Preliminary Development Organization Review plan has been approved and the City Engineer has identified all

improvements necessary to serve and access such lots which must be constructed as a condition of approval of the final map.

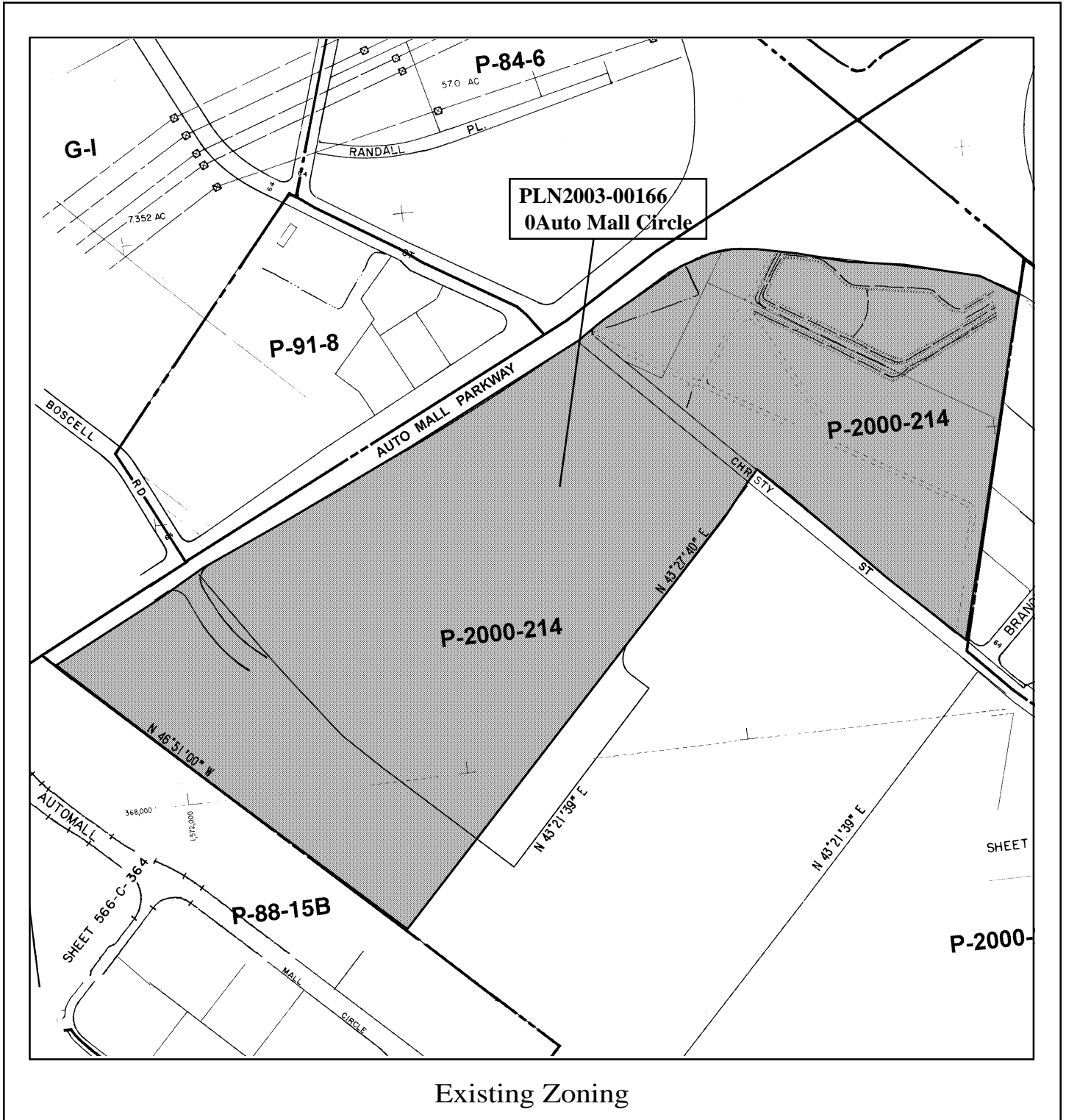
30. Prior to submittal of the final map for lots 29 through 36 of the Lot Configuration Plan for PLN2003-00166, the applicant shall submit for City Manager or City Manager's designee approval the site plan for those lots. This site plan shall include but not be limited to building size and location, parking, circulation, landscaping, utilities and transit stops. No building permits for buildings or structures shall be issued for lots 29 through 36 of the Lot Configuration Plan for PLN2003-00166 until the City Manager or City Manager's designee has found that the site plan for those lots is consistent with the Design Guidelines and Standards adopted for Planned District and that the City Engineer has identified all improvements necessary to serve and access these lots which must be constructed as a condition of approval of the final map. Revisions to the site plan may be considered by the City Manager or City Manager's designee prior to the submittal of subsequent final maps as long as any revisions are consistent with the Planned District Standards and Guidelines and the Subdivision Map Act.
31. Prior to submittal of the final map for lots 37 through 44 of the Lot Configuration Plan for PLN2003-00166, the applicant shall submit for City Manager or City Manager's designee approval the site plan for those lots. This site plan shall include but not be limited to building size and location, parking, circulation, landscaping, utilities and transit stops. No building permits for buildings or structures shall be issued for lots 37 through 44 of the Lot Configuration Plan for PLN2003-00166 until the City Manager or City Manager's designee has found that the site plan for those lots is consistent with the Design Guidelines and Standards adopted for Planned District and that the City Engineer has identified all improvements necessary to serve and access these lots which must be constructed as a condition of approval of the final map. Revisions to the site plan may be considered by the City Manager or City Manager's designee prior to the submittal of subsequent final maps as long as any revisions are consistent with the Planned District Standards and Guidelines and the Subdivision Map Act.
32. Developer shall install complete street improvements along Boscell Road, from Automall Parkway to Bunche Drive. These street improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont and will be a condition of approval of any final map for lots 1 through 12 and 38 through 44 of the Lot Configuration Plan for PLN2003-00166.
33. Based on the findings and recommendations contained in the Preliminary Traffic Plan prepared by TJKM (the "Preliminary Traffic Plan"), developer shall install intersection improvements at Boscell Road/Automall Parkway to provide the following lane patterns: Westbound – two left turn lanes, two through lanes and one shared through and right turn lane. Eastbound – one left turn lane, three through lanes and shared through and right turn lane. Northbound – one left turn lane, one through lane and two right turn lanes. Southbound – one left turn lane and one shared through and right turn lane. These intersection improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont and will be a condition of approval of the final map for lots 1 through 12 of the Lot Configuration Plan for PLN2003-00166. The final intersection configuration for this intersection will be based on the 2003 Traffic Analysis of Proposed Modifications of the Pacific Commons Traffic Study (the "Final Traffic Study").
34. Based on the findings and recommendations contained in the Preliminary Traffic Plan, developer shall install intersection improvements at Boyce Road/Automall Parkway to provide the following lane patterns: Westbound – two left turn lanes, two through lanes and two right turn lanes. Eastbound – two left turn lanes, one through lane and one shared through and right turn lane. Northbound – one left turn lane, two through lanes and one right turn lane. Southbound – two-left turn lanes, two through lanes and one right turn lane. These intersection improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont and will be a condition of approval of the final map for lots 1 through 28 of the Lot Configuration Plan for PLN2003-00166. The final intersection configuration for this intersection will be based on the Final Traffic Study.
35. Based on the findings and recommendations contained in the Preliminary Traffic Plan, developer shall install intersection improvements at Pacific Commons Boulevard/Auto Mall Parkway to provide the following lane patterns: Westbound – two left turn lanes, two through lanes and one shared through and right turn lane. Eastbound – one left turn lane, three through lanes and one shared through and right turn lane. Northbound –

one shared through and left turn lane and two right turn lanes. Southbound – one shared left turn lane, through lane and right turn lane. These intersection improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont and will be a condition of approval of the final map for lots 11 through 17 of the Lot Configuration Plan for PLN2003-00166. The final intersection configuration will be based on the final traffic study of this intersection. The final intersection configuration for this intersection will be based on the Final Traffic Study.

36. Based on the findings and recommendations contained in the Preliminary Traffic Plan, developer shall install intersection improvements at Boscell Road/Curie Street to provide the following lane patterns: Westbound – one left turn lane and one shared through and right turn lane. Eastbound – one left turn lane and one shared through and right turn lane. Northbound – one left turn lane, two through lanes, one right turn lane. Southbound – one left turn lane, one through lane and one shared through and right turn lane. These intersection improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont and will be a condition of approval of the final map for lots 1 through 12 and 38 through 44 of the Lot Configuration Plan for PLN2003-00166. The final intersection configuration for this intersection will be based on the Final Traffic Study.
37. Based on the findings and recommendations in the Preliminary Traffic Plan, developer shall complete street improvements along the north and south of Auto Mall Parkway as shown on the Preliminary Traffic Plan dated June 20, 2003. These intersection improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont and will be a condition of approval of the final map for lots 1 through 28 of the Lot Configuration Plan for PLN2003-00166.
38. Based on the findings and recommendations contained in the Preliminary Traffic Plan, developer shall install intersection improvements at Automall Parkway/Christy Street to provide the following lane patterns: Westbound – two left turn lanes, three through lanes, and one right turn lane. Eastbound - one left turn lane, three through lanes, and one shared through and right turn lane. Northbound - one left turn lane, one through lane, and two right turn lanes. Southbound – two left turn lanes, one through lane, and one right turn lane. These intersection improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont and will be a condition of approval of the final map for lots 13 through 28 of the Lot Configuration Plan for PLN2003-00166. The final intersection configuration for this intersection will be based on the Final Traffic Study.
39. Based on the findings and recommendations contained in the Preliminary Traffic Plan, developer shall install intersection improvements at Christy Street/Curie Street to provide the following lane patterns: Westbound – two left turn lanes, three through lanes, and one right turn lane. Eastbound - one left turn lane, three through lanes, and one shared through and right turn lane. Northbound - one left turn lane, one through lane, and two right turn lanes. Southbound – two left turn lanes, one through lane, and one right turn lane. These intersection improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont and will be a condition of approval of the final map for lots 13 through 28 of the Lot Configuration Plan for PLN2003-00166. The final intersection configuration for this intersection will be based on the Final Traffic Study.
40. At the discretion of the City Engineer, based on projected traffic volumes generated by each proposed development application, developer shall install intersection improvements at the westbound approach Cherry Street-Boyce/Stevenson Boulevard to provide exclusive dual left turn lanes. This improvement is above the planned improvements at the intersection. These intersection improvements shall be completed per the Street Rights-of-Way and Improvement Ordinance of the City of Fremont.
41. Developer shall modify the existing traffic signal at the intersection of Boyce Road-Cushing Parkway/Automall Parkway. TIF credit up to \$115,000.
42. Developer shall modify the existing traffic signal at the intersection of Christy Street/Automall Parkway. TIF credit up to \$115,000.
43. Developer shall install new traffic signals at the intersection of Boscell Road/Automall Parkway. TIF credit up to \$115,000.

44. The City shall permit the placement of parking, outdoor storage areas or loading facilities adjacent to the Interstate 880 right-of-way so long as the placement of landscape materials are used to create reasonable screening. The placement of parking or outdoor storage areas and their landscape screening adjacent to the Interstate 880 right-of-way, however, shall not prevent buildings and signage to be visible from Interstate 880. The placement of parking or outdoor storage areas and their landscape screening adjacent to the Interstate 880 right-of-way shall be subject to the review and approval of the City staff during the Development Organization review process.
46. The auto dealerships located along Bunche Drive on either side of Cushing Parkway (described as Lots 82 and 83 of Vesting Tentative Tract Map 7200), shall be marketed for a period of three years from the date of adoption of this PD2002-00263 as auto dealerships only. After three years, the parcels may be marketed as Office/R&D. If the parcels are not used as auto dealerships, the Conditions of P2000-214 and the Pacific Commons Master Plan 2000 Planned District Development Guidelines and Standards shall apply to these parcels. The Design Guidelines for P-88-15B shall apply to any Auto Dealerships located in Pacific Commons. (PLN2002-00263)
47. The applicant may submit final maps for any of Lots 74, 82, and 83 of Vesting Tentative Map 7200 prior to the submittal of a site plan for those lots. (PLN2002-00263)
48. The permanent regional stormwater treatment basin shall be constructed by no later than July 1, 2005, or when 100 acres of land (excluding the existing developments along Nobel Drive) within Pacific Commons is developed, whichever is sooner, subject to the following exception: the interim stormwater treatment basin shall be monitored by Catellus Development Corporation in accordance with the Interim Basin's Operation and Maintenance Manual (OMM). Should the interim basin meet the performance criteria in the OMM, including removal of a minimum of 60% of the annual Total Suspended Solids loadings from stormwater runoff, then completion of construction of the regional basin may be delayed until no later than July 1, 2008, or when 100 acres of land (excluding the existing developments along Nobel Drive) within Pacific Commons is developed, whichever is sooner.
49. The interim stormwater treatment basin shall be constructed by no later than the opening of Cushing Parkway South Segment and/or Boscell Road, whichever is earlier, except that construction of the basin may be completed as late as October 1, 2003.

INFORMATIONAL



Project Number:

PLN2003-00166 (PD Major Amend)

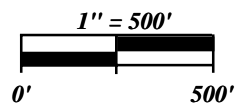
Project Name:

Pacific Commons

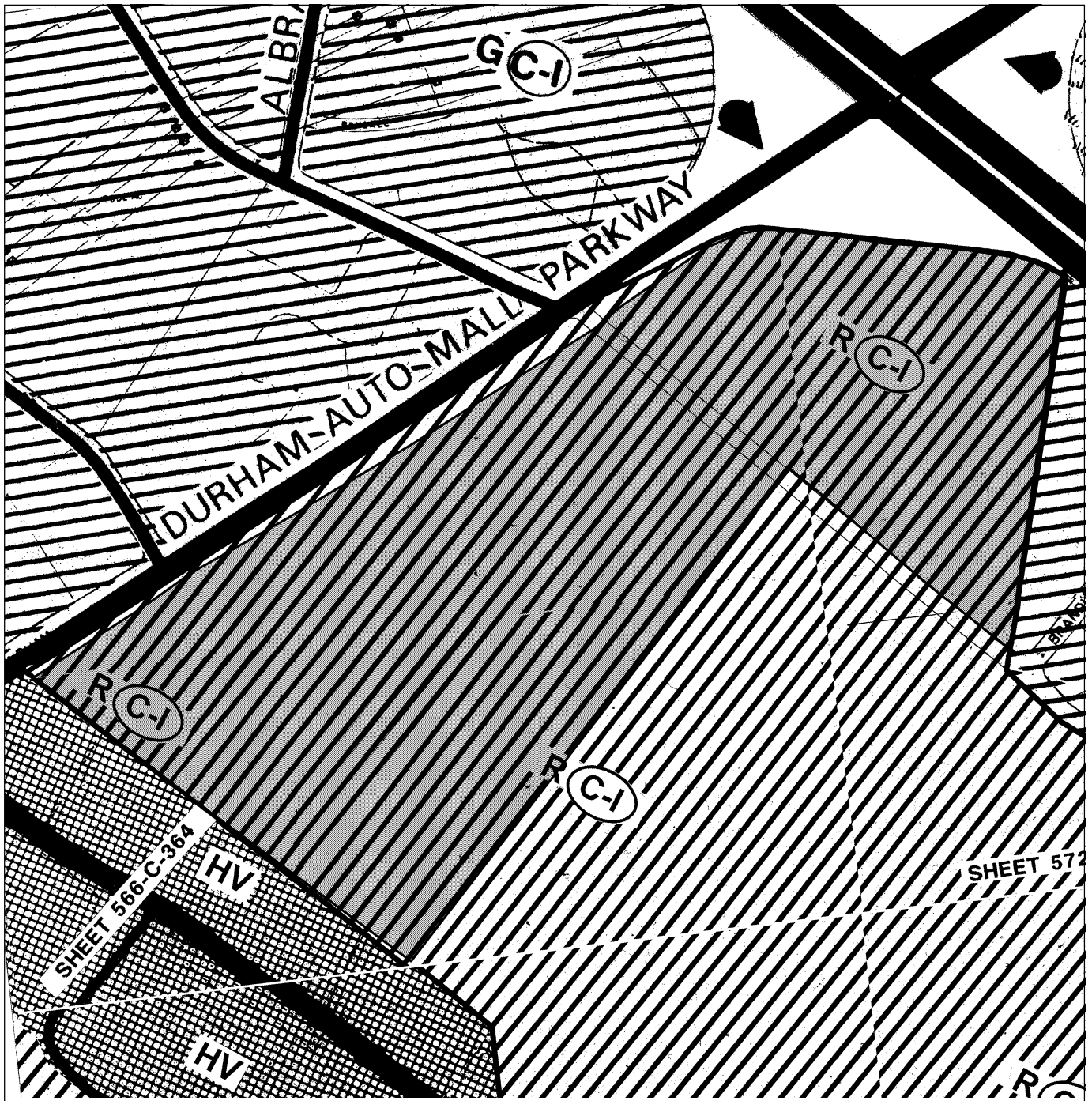
Project Description:

To consider a Planned District Major Amendment to allow a use of retail, office/R&D and auto dealerships located west of Interstate 880, south of Auto Mall Parkway, north of the future Curie Street alignment and east of the existing Auto Mall. An Addendum to the adopted EIR and Supplemental EIR has been prepared per Section 15164 of the 2003 CEQA Guidelines.

Note: Prior arrangements for access are not required for this site.



INFORMATIONAL



Existing General Plan

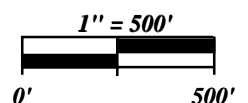
Project Number: PLN2003-00166 (PD Major Amend)

Project Name: Pacific Commons

Project Description: To consider a Planned District Major Amendment to allow a use of retail, office/R&D and auto dealerships located west of Interstate 880, south of Auto Mall Parkway, north of the future Curie Street alignment and east of the existing Auto Mall. An Addendum to the adopted EIR and Supplemental EIR has been prepared per Section 15164 of the 2003 CEQA Guidelines.

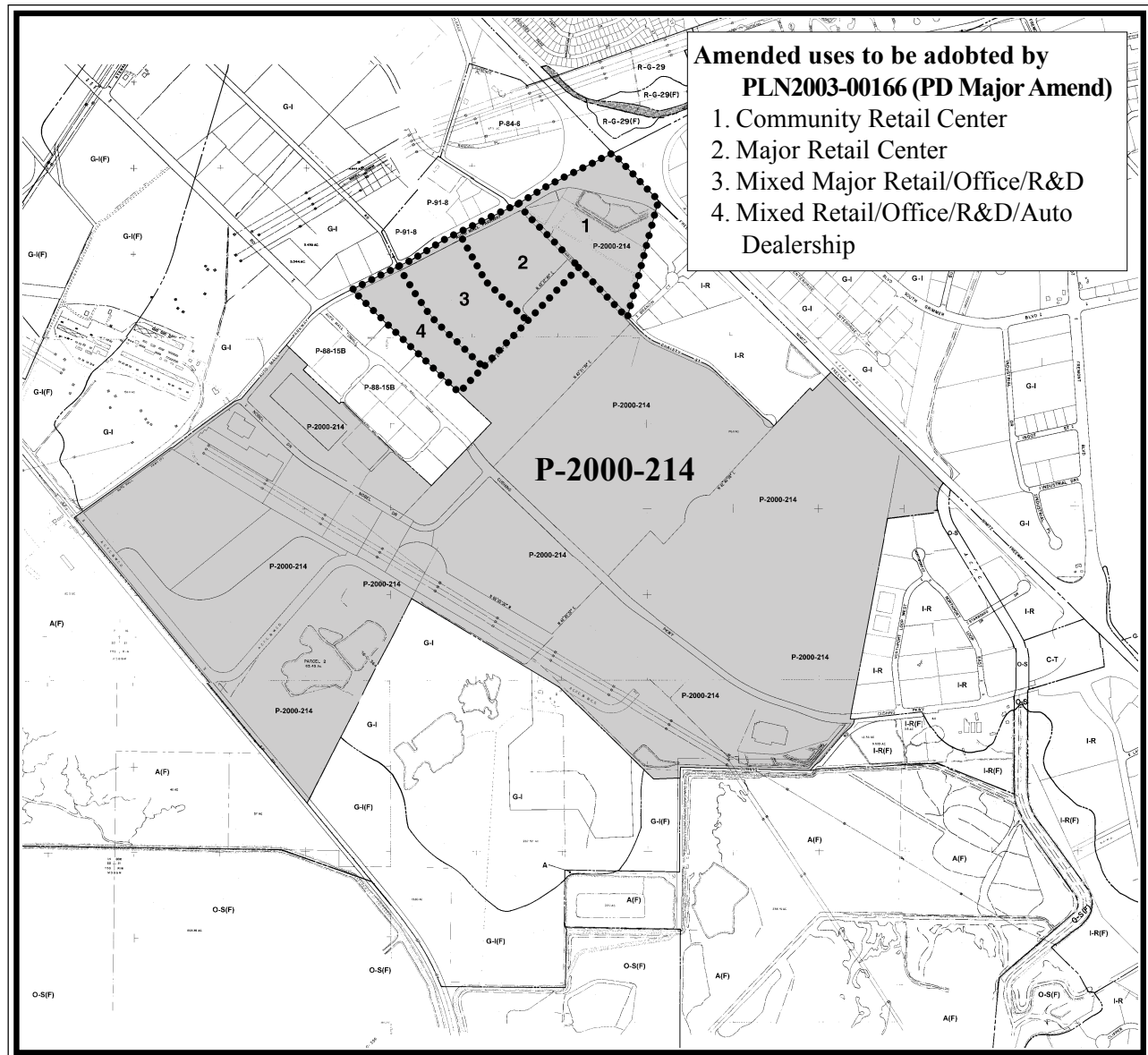


Note: Prior arrangements for access are not required for this site.



On the _____ day of _____, 2003.

AFFECTS ZONING MAP(S) FOR THE INDUSTRIAL PLANNING AREA



To: P-2000-214

[pc on 06-26-03] 60-360, 364, 368; 72-360, 364, 368; 78-360, 364, 368

Project Name: Pacific Commons

Project Number: PLN2003-00166 (PD Major Amend)

work